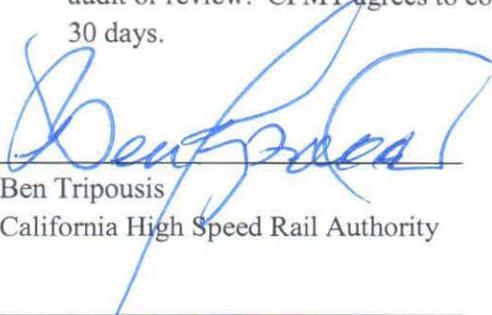


FUNDING PARTNERS OVERSIGHT PROTOCOL FOR CALTRAIN'S CAL MOD PROGRAM
(Electrification, Vehicles, CBOSS "Project")

1. The Caltrain Project Management staff (CPMT) will have an open door policy with the Funding Partners' oversight representatives (Partners), who will have access to project Section Managers and available information. The Partners understand that some information will be confidential and commit to honor that confidentiality by not sharing or divulging any information so defined by CPMT in writing
2. Any of the Partners may attend any and all progress meetings with the CPMT, to stay abreast of all project activities and when warranted, may also attend, as observers, partnering sessions and progress meetings with the contractor. The CPMT will provide a list of current and anticipated regularly scheduled meetings.
3. The Partners may also attend meetings with the FTA and its PMO. The CPMT will provide a list of current and anticipated regularly scheduled meetings. It will be the responsibility of the Partners to secure FTA's agreement to such participation. The CPMT will make the first approach to the FTA.
4. The CPMT will make available to the Partners all project deliverables, reports, plans, procedures, and progress and cost reports for review and comment, which will be performed within a stipulated review period to be agreed upon with the Partners that is consistent with and assures compliance with all applicable contractual requirements. Should the Partners not provide comments by the due date, the CPMT may assume that they are not forthcoming.
5. The Partners may review progress and cost reports and provide comments. CPMT will ensure that Partners have adequate time to review and comment.
6. CPMT shall provide to the partners a quarterly progress report on each defined project, with an Executive Summary not exceeding 3-5 pages, including provisions in item 9. At a minimum, the report will document the progress to date against the baseline and forecast outcomes for all major project components, and shall clearly identify any significant deviations in scope, schedule and budget that the CPMT can identify. Where the deviations are significant, CPMT shall provide a plan for resolving the deviation. The report shall also define all significant risks known to successful completion of the project and measures being taken to minimize those risks. CPMT and the Partners will also develop an agreed set of "dashboard" indicators based on the above report for use in informing senior management and policymakers of project status.
7. The Partners may participate in consultant selection panels and proposal/bid reviews. CPMT will advise the Partners of upcoming panels so the Partners have adequate time to determine whether they will participate.
8. The Partners may monitor quality through regular discussions with the Quality Assurance Manager.
9. The Partners will be members of the Risk Management team, and participate in all Risk Management meetings, and receive copies of the original risk register, its monthly updates, and reports. CPMT will notify the Partners within 10 business days of any issues that arise that result in additional costs exceeding \$250,000 with any aspect of the Project that creates additional risk.
10. The CPMT will institute a Configuration Management Board (CMB), with one representative each from San Francisco, the California High Speed Rail Authority, and the Valley Transportation Authority as voting members, to review all proposed changes, regardless of whether they are originated by the owner, designer, or contractor, to determine merit, agree on quantum, and ultimately authorize all changes for the project. The Partners agree that their representative to the CMB will have the appropriate technical and Project Management background. No member of the CMB will have veto power.
11. The Partners will provide support to the CPMT on funding and financing issues, subject to each respective governing board's willingness and authority to appropriate funding.

12. CPMT will ensure appropriate and required documentation is provided to the Partners so that the Partners can review and approve project invoices submitted to their respective agencies and assure that they are processed on a timely manner.
13. The Partners will assist CPMT with development of grant amendments and funding requests that are submitted to their respective agencies for approval.
14. The Director of Caltrain will present at the Board of Supervisors twice a year on the Cal Mod Program and answer questions regarding the status of the project.
15. The Partners can request a meeting with CPMT at any time in addition to the meetings above to receive additional information related to any aspect of the Project.
16. The CPMT agrees that one or more of the Partners can request an audit and/or review of any of the Project information at any time provided that the requesting Partner(s) cover any additional costs of the audit or review. CPMT agrees to comply with supporting information to comply with all request within 30 days.



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Metropolitan Transportation Commission

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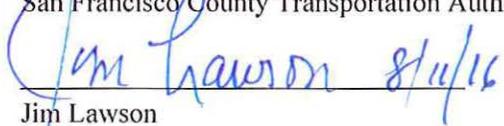
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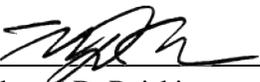
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